

**16-10a-601 Authorized shares.**

- (1) The articles of incorporation shall prescribe the classes of shares and the number of shares of each class that the corporation is authorized to issue. If more than one class of shares is authorized, the articles of incorporation shall prescribe a distinguishing designation for each class, and prior to the issuance of shares of a class the preferences, limitations, and relative rights of that class shall be described in the articles of incorporation. All shares of a class shall have preferences, limitations, and relative rights identical with those of other shares of the same class except to the extent otherwise permitted by this section and Section 16-10a-602.
- (2) The articles of incorporation shall authorize:
  - (a) one or more classes of shares that together have unlimited voting rights; and
  - (b) one or more classes of shares, which may be the same class or classes as those with voting rights, that together are entitled to receive the net assets of the corporation upon dissolution.
- (3) The articles of incorporation may authorize one or more classes of shares and one or more series of shares within any class that:
  - (a) have special, conditional, or limited voting rights, or no right to vote, except to the extent prohibited by this chapter;
  - (b) are redeemable or convertible as specified in the articles of incorporation:
    - (i) at the option of the corporation, the shareholder, or another person or upon the occurrence of a designated event;
    - (ii) for money, indebtedness, securities, or other property; or
    - (iii) in a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events;
  - (c) entitle the holders to distributions calculated in any manner, including dividends that may be cumulative, noncumulative, or partially cumulative; or
  - (d) have preference over any other class or series of shares with respect to distributions, including dividends and distributions upon the dissolution of the corporation.
- (4) The description of the designations, preferences, limitations, and relative rights of share classes or series of shares in Subsection (3) is not exhaustive.

Amended by Chapter 378, 2010 General Session